BAYER CROPSCIENCE LIMITED

Corporate Identity No. (CIN) - L24210MH1958PLC011173

Registered Office: Bayer House, Central Avenue, Hiranandani Estate, Thane (West) - 400 607, Maharashtra

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF BAYER CROPSCIENCE LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 8(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "Buyback Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Part A of Schedule II to the Buyback Regulations.

OFFER FOR BUYBACK OF NOT EXCEEDING 10,20,408 (TEN LAKHS TWENTY THOUSAND FOUR HUNDRED AND EIGHT ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ 4,900 (RUPEES FOUR THOUSAND NINE HUNDRED ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1. The Board of Directors (the "**Board**") of Bayer CropScience Limited ("**Bayer**" or the "**Company**") on June 6, 2017 ("**Board Meeting**") passed a resolution to buyback Equity Shares of the Company and sought approval of its shareholders, by a special resolution, through the Postal Ballot Notice dated June 6, 2017 ("**Postal Ballot Notice**"), the results of which were announced on July 21, 2017. Through the Postal Ballot, the shareholders of the Company have approved, by a special resolution, the buyback (the "**Buyback**") of not exceeding 10,20,408 (Ten Lakhs Twenty Thousand Four Hundred and Eight Only) fully paid-up equity shares of face value of ₹ 10 each ("**Equity Shares**") from all the existing shareholders/beneficial owners of Equity Shares of the Company, on a proportionate basis, through the "**Tender Offer**" route at a price of ₹ 4,900 (Rupees Four Thousand Nine Hundred only) per equity share ("**Buyback Offer Price**") payable in cash for an aggregate amount of ₹ 499,99,99,200 (Rupees Four Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand and Two Hundred Only) ("**Buyback Offer Size**").

1.2. The Buyback is in accordance with the provisions contained in the Article 23 of the Articles of Association of the Company, Section 68 of the Companies Act, 2013 ("**Companies Act**") including any statutory modification or re-enactment thereof for the time being in force, and all other applicable provisions, if any, of the Companies Act and the provisions contained in the Buyback Regulations.

1.3. The Buyback is further subject to approval(s) as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India ("**SEBI**") and the stock exchange ("**Stock Exchange/BSE Limited**") where the Equity Shares of the Company are listed.

1.4. The Buyback Offer Size is 24.36% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2017 and is within the statutory limits of 25% of the fully paid-up equity share capital and free reserves as per the last audited accounts of the Company. The maximum number of Equity Shares proposed to be bought back represents 2.89% of the total number of Equity Shares in the paid-up share capital of the Company.

1.5. The Buyback Offer Price has been arrived at after considering various factors such as the volume weighted average price of the Equity Shares of the Company on BSE Limited ("**BSE**") where the Equity Shares of the Company are listed, the networth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer Price represents a premium of 17.81% over the volume weighted average price of the Equity Shares on BSE for 3 months preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback and 9.55% over the volume weighted average price of the Equity Shares on BSE for 2 weeks preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback.

1.6. The Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company through the "Tender Offer" route, as prescribed under Regulation 4(1)(a) of the Buyback Regulations. Please see paragraph 7 below for details regarding record date and share entitlement for tender in the Buyback.

2. NECESSITY/RATIONALE FOR BUYBACK

Share buyback is the acquisition by a company of its own equity shares. The objective is to return surplus cash to the Members holding Equity Shares of the Company. The Board at its meeting held on June 6, 2017, considered the increase in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ending March 31, 2017 and considering these, the Board decided to allocate a sum of ₹ 499,99,99,200 (Rupees Four Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand and Two Hundred Only) for distributing to the Members holding Equity Shares of the Company through the Buyback.

After considering several factors and benefits to the Members holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 10,20,408 (Ten Lakhs Twenty Thousand Four Hundred and Eight only) Equity Shares (representing 2.89% of the total number of Equity Shares in the paid-up equity share capital of the Company) at a price of ₹ 4,900 (Rupees Four Thousand Nine Hundred only) per equity share for an aggregate consideration of ₹ 499,99,99,200 (Rupees Four Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand and Two Hundred only). Buyback is an efficient form of distributing surplus cash to the Members holding Equity Shares of the Company, inter-alia, for the following reasons:

i. The Buyback will help the Company to distribute surplus cash to its Members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Members;

ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of 15% of the outlay to small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder";

iii. The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

iv. The Buyback gives an option to the Members holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment;

v. The Buyback Offer price of ₹ 4,900 (Rupees Four Thousand Nine Hundred only) per Equity Share represents a premium of 17.81% over the volume weighted average price of the Equity Shares on BSE for 3 months preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback and 9.55% over the volume weighted average price of the Equity Shares on BSE for 2 weeks preceding the date of intimation to the BSE for the Board Meeting to consider the proposal of the Buyback.

3. DETAILS OF PROMOTER SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK

3.1. The aggregate shareholding of the Promoters, the directors of the Promoter companies holding shares in the Company and of Persons who are in Control of the Company as on the date of the Postal Ballot Notice (i.e. June 6, 2017) is as follows:

a) Shareholding of the companies/entities forming part of the Promoter Group and Persons in Control:

Sr. No.	Name	Equity Shares held on June 6, 2017	% of shareholding as on June 6, 2017
1	Bayer AG	36,76,380	10.40
2	Bayer SAS	68,10,399	19.26
3	Bayer CropScience AG	55,09,593	15.58
4	Bayer Vapi Pvt. Ltd.	82,48,312	23.33
	Total	**2,42,44,684**	**68.58**

b) Shareholding of the Directors of the Promoter Group Companies (mentioned in point a above) as on June 6, 2017:

None of the Directors of the companies forming part of the Promoter Group hold any shares of the Company.

c) None of the Directors or key managerial personnel of the Company hold any equity share in the Company as on June 6, 2017

3.2. No Equity Shares of the Company have been purchased/sold by any member of the Promoter/Promoter Group including the Directors of the Companies forming part of the Promoter Group, directors and key managerial personnel of the Company during the period from twelve months preceding the date of the Board Meeting at which the Buyback was approved and from the date of the postal ballot notice.

3.3. In terms of the Buyback Regulations, under the Tender Offer route, the Promoter/Promoter Group of the Company have the option to participate in the Buyback. In this regard, the promoter entities as listed in paragraph 3.1 (a) above have expressed their intention vide their individual letters dated June 6, 2017, to participate in the Buyback and offer up to an aggregate maximum of 1,70,16,780 Equity Shares or such lower number of shares as required in compliance with the Buyback Regulations/terms of the Buyback. Furtherance to the above intention of the promoter entities, the maximum number of shares that the Promoter Group may tender is given in the table below:

Sr. No.	Name	Equity Shares held	Maximum number of shares intended to tender
1	Bayer AG	36,76,380	36,76,380
2	Bayer SAS	68,10,399	68,10,399
3	Bayer CropScience AG	55,09,593	55,09,593
4	Bayer Vapi Pvt. Ltd.	82,48,312	10,20,408
	Total	**2,42,44,684**	**1,70,16,780**

Details of the date and price of acquisition of the shares that promoters intend to tender are set-out below:

(i) Bayer AG:

Sr. No.	Date of Acquisition/ Disposal	No. of Equity Shares Acquired/(Sold)	Cost of Acquisition (₹ mn)
1	January 6, 1959	450^	0.23
		2,250*	-
2	September 3, 1964	62,500@	6.25
3	September 30, 1964	83,660@	8.37
4	September 20, 1967	19,600@	1.96
5	June 28, 1968	4,335@	0.43
6	December 12, 1972	34,469@	-
7	August 12, 1977	2,06,814@	-
8	August 18, 1987	4,13,628@	-
9	December 1, 2003	82,72,560#	-
10	September 25, 2012	(19,00,000)&	(3.96)
11	November 29, 2013	(643,402)**	(1.34)
12	April 17, 2014	(18,84,163)&	(3.93)
13	October 26,2015	(168,615)**	(0.35)
Total Current Holding		**3,676,380**	**7.66**
Average Cost = ₹ 2.08 per share (Note 1)			

^Face Value of ₹ 500

*Sub-divided in 2,250 equity shares of ₹ 100 each

@Face Value of ₹ 100

#Sub-divided from Face Value of ₹ 100 to ₹ 10

&Inter-se transfer of equity shares

**Extinguished pursuant to the Buyback Offer

Note 1: Bayer AG follows a "pooling system" of accounting for its investments. Accordingly, the cost of disposal and current holding has been calculated based on this method.

(ii) Bayer SAS:

Sr. No.	Date of Acquisition	No. of Equity Shares	Cost of Acquisition (Euros mn)	Remarks
1	January 4, 2010	79,22,666	3.93	Acquisition pursuant to the merger of Bayer CropScience S.A. with Bayer SAS under French Commercial Law. Consequently, shares held by Bayer CropScience S.A. transferred to Bayer SAS (Note 1)
2	November 29, 2013	(799,909)	(0.40)	Extinguished pursuant to the Buyback Offer
3	October 26, 2015	(312,358)	(0.15)	Extinguished pursuant to the Buyback Offer
Total Current Holding		**68,10,399**	**3.38**	
Average Cost = Euros 0.50 or ₹ 36.26 per share (Note 2 and 3)				

Note 1: On December 31, 2003, these 79,22,666 equity shares were acquired by Bayer CropScience S.A. pursuant to Scheme of Amalgamation (the "Scheme") between erstwhile Aventis CropScience India Limited and the Company. Pursuant to the said Scheme, 5 equity shares of the Company were issued in consideration of 3 equity shares held in erstwhile Aventis CropScience India Limited. The total cost of 79,22,666 equity shares as recorded in the books of Bayer SAS as well as in the books of Bayer CropScience S. A. is Euros 3.93 million indicating an average price of Euros 0.50 per equity share.

Note 2: Bayer SAS follows a "pooling system" of accounting for its investments. Accordingly, the cost of current holding has been calculated based on this method.

Note 3: 1 Euro = ₹ 72.5178 as on June 6, 2017; Source: www.rbi.org.in

(iii) Bayer CropScience AG:

Sr. No.	Date of Acquisition/ Disposal	No. of Equity Shares Acquired/ (Sold)	Cost of Acquisition (Euros mn)	Remarks
1	December 31, 2003	35,44,360	6.78	These equity shares were issued pursuant to the Scheme of Amalgamation between erstwhile Aventis CropScience India Limited and the Company. Pursuant to the said Scheme, 5 equity shares of the Company were issued in consideration of 3 equity shares held in erstwhile Aventis CropScience India Limited.
2	January 1, 2007	76,92,226	1.86	Acquisition pursuant to the merger of Bayer CropScience GmbH with Bayer CropScience AG under Business Transformation Act, Germany. Consequently, shares held by Bayer CropScience GmbH transferred to Bayer CropScience AG (Note 1)
3	September 25, 2012	(40,82,948)	(3.14)	Inter-se transfer of equity shares
4	November 29, 2013	(7,22,263)	(0.56)	Extinguished pursuant to the Buyback Offer
5	April 28, 2014	(3,46,784)	(0.27)	Inter-se transfer of equity shares
6	October 26, 2015	(266,832)	(0.21)	Extinguished pursuant to the Buyback Offer
7	March 15, 2016	(308,166)	(0.24)	Inter-se transfer of equity shares
Total Current Holding		**55,09,593**	**4.24**	
Average Cost = Euros 0.77 or ₹ 55.84 per share (Note 2 & 3)				

Note 1: On December 31, 2003, these 76,92,226 equity shares were acquired by Bayer CropScience GmbH pursuant to Scheme of Amalgamation (the "Scheme") between erstwhile Aventis CropScience India Limited and the Company. Pursuant to the said Scheme, 5 equity shares of the Company were issued in consideration of 3 equity shares held in erstwhile Aventis CropScience India Limited. The total cost of 76,92,226 equity shares as recorded in the books of Bayer CropScience GmbH as well as in the books of Bayer CropScience AG is Euros 1.86 million.

Note 2: Bayer CropScience AG follows a "pooling system" of accounting for its investments. Accordingly, the cost of disposal and current holding has been calculated based on this method.

Note 3: 1 Euro = ₹ 72.5178 as on June 6, 2017; Source: www.rbi.org.in

(iv) Bayer Vapi Pvt. Ltd.:

Sr. No.	Date of Acquisition	No. of Equity Shares acquired	Cost of Acquisition per share (₹)
1	September 25, 2012	10,20,408	1,005.86
	Total	**10,20,408**	**1,005.86**

4. The Board confirms that, as applicable, there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

5. The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

i. that immediately following the date of the Board Meeting and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;

ii. that as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as for the year immediately following the date on which the results of the Postal Ballot will be declared approving the Buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be;

iii. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act.

6. Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the Report dated July 21, 2017 received from Price Waterhouse, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

"The Board of Directors
Bayer CropScience Limited
Central Avenue, Hiranandani Estate
Thane - 400 607

Auditors' Report on Buy Back of Shares pursuant to the requirement of Schedule II to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended and the Companies Act, 2013 and the rules thereunder

1. This report is issued in accordance with our agreement dated June 5, 2017.

2. We have been engaged by Bayer CropScience Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Annexure I in connection with the proposed buy back by the Company of its equity shares in pursuance of Section 68 and Section 70 of the Companies Act, 2013 (the "Act") and The Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the 'Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998' and amendments thereto (the "Regulations") and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initialled the Annexure I for identification purposes only.

Board of Directors Responsibility

3. The Board of Directors of the Company is responsible for the following:

i) The amount of capital payment for the buy-back is properly determined;

ii) It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date on which the result of shareholders resolution passed by way of postal ballot/e-voting approving the buyback is declared; and

iii) A declaration is signed by at least two directors of the Company, that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting and from the date on which the results of the shareholders resolution passed by way of postal ballot/e-voting approving the buyback is declared and in forming the opinion, it has taken into account the liabilities as if the Company were being wound up under the provisions of the Act.

Auditor's Responsibility

4. Pursuant to the requirement of the Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

i. whether the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act, based on the Audited Financial Statements as at and for the year ended March 31, 2017 (the "Audited Financial Statements"); and

ii. whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the board meeting dated June 6, 2017 ("Board Meeting") and from the date on which the results of the shareholders' resolution passed by way of postal ballot/e-voting approving the buyback is declared dated July 21, 2017.

5. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:

i) Examined authorisation for buy back from the Articles of Association of the Company;

ii) Examined that the amount of capital payment as detailed in Annexure I for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;

iii) Examined that the ratio of the debt owed by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;

iv) Examined that all the shares for buy-back are fully paid-up;

v) Inquired into the state of affairs of the Company with reference to the Audited Financial Statements which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;

vi) Examined minutes of the meetings of the Board of Directors and results of postal ballot where special resolution for the purposes of buy-back was approved by shareholders;

vii) Examined Directors' declarations for the purpose of buy-back and solvency of the Company; and

viii) Obtained appropriate representations from the Management of the Company.

6. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

8. The financial statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 24, 2017. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

9. As a result of our performance of aforementioned procedures, we report that:

i. The amount of capital payment of ₹ 50,000 Lakhs for the shares in question, as stated in the accompanying certified extract of the minutes of the Board of Directors' meeting held on June 6, 2017, which we have initialled for identification, is within the permissible capital payment of ₹ 51,314 Lakhs, as calculated in Annexure I, based on the Audited Financial Statements, which, in our opinion, is properly determined in accordance with Section 68 of the Act; and

ii. The Board of Directors in their meeting held on June 6, 2017 has formed the opinion, as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting for the buyback and from the date on which the results of the shareholders' resolution passed by way of postal ballot/e-voting approving the buyback is declared.

Restrictions on Use

10. Our work was performed solely to assist you in meeting your responsibilities with reference to the Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

11. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable the Board of Directors of the Company to include in:

i) Public Announcement to be made to the shareholders of the Company, which will be filed with (a) the Registrar of Companies as required by the Regulations (b) the National Securities Depository Limited and the Central Depository Services (India) Limited for the purpose of extinguishment of equity shares (c) the authorised dealer as approved by the Board of Directors or committee of the Board of Directors thereof, for the purpose of capital payment and (d) Securities and Exchange Board of India and the BSE Limited;

ii) The draft letter of offer to be filed with Securities and Exchange Board of India and the BSE Limited; and

iii) The letter of offer to be given to the shareholders

and should not be used for any other purpose. Price Waterhouse does not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report, or Public Announcement or the draft letter of offer or letter of offer which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants
Uday Shah
Partner
Membership Number: 046061

Place : Mumbai
Date : July 21, 2017

Annexure I- Statement of Permissible Capital Payment for Buyback of Equity Shares:

Particulars	₹ in Lacs
Issued, Subscribed and Paid-up share capital as at March 31, 2017 (35,354,001 equity shares of ₹ 10 each fully paid-up)	3,535
Free reserves as at March 31, 2017:	
- General Reserve	35,778
- Statement of Profit and Loss	165,943
Total	**205,256**
Maximum amount permissible for buy-back i.e. 25% of the total paid-up capital and free reserves	51,314

Note: Calculation in respect of Permissible Capital Payment for Buyback of Equity Shares is done on the basis of audited financial statements of the Company for the year ended March 31, 2017 which is not more than six months old from the proposed date of offer document.

For and on behalf of Bayer CropScience Limited

Ulrich Stefer
Executive Director & Chief Financial Officer"

7. RECORD DATE AND SHAREHOLDER ENTITLEMENT

7.1. As required under the Buyback Regulations, the Company has fixed Tuesday, August 8, 2017 as the record date (the "**Record Date**") for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback. The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (a) reserved category for Small Shareholders and (b) the general category for all other shareholders.

7.2. As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lacs only).

7.3. In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

7.4. On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

7.5. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

7.6. Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also accept a part of their entitlement. Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

7.7. The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

7.8. The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.

7.9. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders as on Record Date.

8. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK

8.1. The Buyback is open to all Equity Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date.

8.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and BSE notice no. 20170202-34 dated February 2, 2017 in terms of Regulation 9(3A) of the Buyback Regulations and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

8.3. For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company (the "**Company's Broker**") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker is as follows:

Ambit Capital Private Limited
Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel.: (+91) (22) 3043 3000; **Fax:** (+91) (22) 3043 3100
Contact Person: Mr. Sameer Parker

8.4. The Company will request BSE to provide the separate Acquisition Window to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback.

8.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by eligible sellers through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("**Seller Member(s)**") can enter orders for demat shares as well as physical shares.

8.6. **Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form**

8.6.1. Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member the details of Equity Shares they intend to tender under the Buyback.

8.6.2. The Seller Member would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited (referred to as the "Clearing Corporation") by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Selling Member.

8.6.3. The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange and/or the Clearing Corporation.

8.6.4. For Custodian Participant orders for dematerialized shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

8.6.5. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ('**TRS**') generated by the Exchange Bidding System to the shareholder. The TRS will contain the details of order submitted like Bid ID number, application number, DP ID, Client ID, No. of Equity Shares tendered etc.

8.7. **Procedure to be followed by Registered Equity Shareholders holding Equity Shares in the Physical form:**

8.7.1. Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares (ii) original share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iv) self-attested copy of the shareholder's PAN Card, (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

8.7.2. Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Shareholder who are holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ('TRS') generated by the Exchange Bidding System to the Shareholder. The TRS will contain the details of order submitted like Folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered etc.

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8.7.3. The Seller Member/Shareholder is required to deliver the original share certificate(s) & documents (as mentioned in Paragraph 8.7.1 above) along with TRS either by registered post or courier or hand delivery to the Registrar and Transfer Agent ('RTA') (at the address mentioned at paragraph 12 of the Public Announcement or the collection centres of the RTA details of which will be included in the Letter of Offer) within 2 (two) days of bidding by Seller Member. The envelope should be super scribed as "**Bayer Buyback Offer 2017**". One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Seller Member/Shareholder.

8.7.4. Shareholders holding physical shares should note that physical shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on a daily basis and till such time the Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once, RTA confirms the bids it will be treated as 'Confirmed Bids'

8.8. Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

8.9. The cumulative quantity tendered shall be made available on BSE Limited's website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

9. METHOD OF SETTLEMENT

9.1. Upon finalization of the basis of acceptance as per Buyback Regulations:

9.1.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

9.1.2. The Company will pay the consideration to the Company Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Shareholders. If any Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Shareholders will be transferred to the concerned Seller Members' for onward transfer to the such Shareholder.

9.1.3. The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the "**Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.

9.1.4. Shareholders will have to ensure that they keep their depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialized from, if any, tendered by the Shareholders would be transferred by the Clearing Corporation directly to the respective Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Shareholder. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will be returned back to the Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Shareholders holding Equity Shares in the physical form.

9.1.5. The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

9.1.6. Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling shareholders placing the order to sell the Equity Shares on behalf of the Shareholders. The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

10. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

11. COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback

Mr. Rajiv Wani, Head- Law, Patents & Compliance & Company Secretary

Bayer CropScience Limited

Bayer House, Central Avenue, Hiranandani Estate, Thane - 400 607

Tel.: (+91) (22) 2531 1234; **Fax:** (+91) (22) 2545 5063; **Email:** ir_bcsl@bayer.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10 AM to 5 PM on all working days except Saturday, Sunday and Public holidays.

12. INVESTOR SERVICE CENTRE & REGISTRAR TO THE OFFER

In case of any query, the shareholders may contact the Registrar & Share Transfer Agent during working hours i.e. 10 AM to 4.30 PM on all working days except Saturday, Sunday and Public holidays at the following address:

TSR Darashaw Ltd.
6-10 Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road,
Near Famous Studio, Mahalaxmi, Mumbai - 400011
Tel.: (+91) 22 6656 8484; **Fax:** (+91) 22 6656 8494
Email: Bayerbuyback2017@tsrdarashaw.com
Contact Person: Ms. Mary Geroge

13. MANAGER TO THE BUYBACK OFFER

AMBIT
Acumen at work

AMBIT CAPITAL PRIVATE LIMITED
Ambit House, 449, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
Contact Person: Mr. Praveen Kumar Sangal
Tel.: (+91) (22) 3982 1819, Extn: 911, **Fax :** (+91) (22) 3982 3020
Email: bayerbuyback2017@ambit.co; **Website:** www.ambit.co
SEBI Registration No.: INM000012379
CIN: U74140MH1997PTC107598

14. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Bayer CropScience Limited

Sd/-	Sd/-	Sd/-
Richard van der Merwe	Ulrich Stefer	Rajiv Wani
Vice Chairman & Managing Director and Chief Executive Officer	Executive Director & Chief Financial Officer	Head - Law, Patents & Compliance & Company Secretary

Date : July 25, 2017
Place : Thane

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